# Form 5500

**Department of the Treasury**
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

**2014**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

**A** This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

**B** This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

**C** If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

**D** Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
OMNI HOTELS 401(K) RETIREMENT SAVINGS PLAN

**1b** Three-digit plan number (PN) ▶ 005

**1c** Effective date of plan 01/01/1976

**2a** Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)
OMNI HOTELS MANAGEMENT CORPORATION

4001 MAPLE AVENUE
SUITE 500
DALLAS, TX 75219

**2b** Employer Identification Number (EIN)
02-0325957

**2c** Plan Sponsor's telephone number
972-871-5600

**2d** Business code (see instructions)
721110

**Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.**

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

| | | | |
|---|---|---|---|
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 10/14/2015 | JULIE MA |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | | | |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)

Preparer's telephone number (optional)

| | | |
|---|---|---|
| **3a** Plan administrator's name and address [X] Same as Plan Sponsor | **3b** Administrator's EIN | |
| | **3c** Administrator's telephone number | |
| **4** If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: | **4b** EIN | |
| **a** Sponsor's name | **4c** PN | |

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 18085 |
| **6** | Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**). | | |
| **a(1)** | Total number of active participants at the beginning of the plan year | **6a(1)** | 17196 |
| **a(2)** | Total number of active participants at the end of the plan year | **6a(2)** | 17743 |
| **b** | Retired or separated participants receiving benefits | **6b** | 2 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 930 |
| **d** | Subtotal. Add lines **6a(2)**, **6b**, and **6c**. | **6d** | 18675 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. | **6e** | 25 |
| **f** | Total. Add lines **6d** and **6e**. | **6f** | 18700 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 5808 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 91 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D 3H

**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

| **9a** Plan funding arrangement (check all that apply) | | **9b** Plan benefit arrangement (check all that apply) | |
|---|---|---|---|
| **(1)** | [ ] Insurance | **(1)** | [ ] Insurance |
| **(2)** | [ ] Code section 412(e)(3) insurance contracts | **(2)** | [ ] Code section 412(e)(3) insurance contracts |
| **(3)** | [X] Trust | **(3)** | [X] Trust |
| **(4)** | [ ] General assets of the sponsor | **(4)** | [ ] General assets of the sponsor |

**10** Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

**a Pension Schedules**

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

**b General Schedules**

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] ___ **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

## Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

**11a** If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) .....…… ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

**11b** Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ……..... ☐ Yes ☐ No

**11c** Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2014**<br>**This Form is Open to Public Inspection.** |

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

**A** Name of plan
OMNI HOTELS 401(K) RETIREMENT SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 005

**C** Plan sponsor's name as shown on line 2a of Form 5500
OMNI HOTELS MANAGEMENT CORPORATION

**D** Employer Identification Number (EIN)
02-0325957

## Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

**a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

**b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

HARBOR

04-2679462

**(b)** Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

JOHN HANCOCK

04-3483032

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

JP MORGAN

13-2624428

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

MAINSTAY

52-2206685

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

PIMCO FUNDS

95-2632339

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

TARGET PROGRAM

22-3703799

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

THORNBURG

85-0301299

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

VANGUARD

23-1945930

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

WELLS FARGO BANK, N.A.

94-1347393

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 15 37 49 50 52 60 62 63 64 | SERVICE PROVIDER | 74899 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [ ] No [X] |

**(a)** Enter name and EIN or address (see instructions)

KPMG

13-5565207

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 10 50 | SERVICE PROVIDER | 33300 | Yes [ ] No [X] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

**(a)** Enter name and EIN or address (see instructions)

NORTH PIER FIDUCIARY MANAGEMENT

75-2500573

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 27 50 | SERVICE PROVIDER | 29191 | Yes [ ] No [X] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

| **(b)** Service Code(s) | **(c)** Relationship to employer, employee organization, or person known to be a party-in-interest | **(d)** Enter direct compensation paid by the plan. If none, enter -0-. | **(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | **(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | **(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | **(h)** Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes ☐ No ☐ | Yes ☐ No ☐ | | Yes ☐ No ☐ |

**(a)** Enter name and EIN or address (see instructions)

| **(b)** Service Code(s) | **(c)** Relationship to employer, employee organization, or person known to be a party-in-interest | **(d)** Enter direct compensation paid by the plan. If none, enter -0-. | **(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | **(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | **(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | **(h)** Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes ☐ No ☐ | Yes ☐ No ☐ | | Yes ☐ No ☐ |

**(a)** Enter name and EIN or address (see instructions)

| **(b)** Service Code(s) | **(c)** Relationship to employer, employee organization, or person known to be a party-in-interest | **(d)** Enter direct compensation paid by the plan. If none, enter -0-. | **(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | **(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | **(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | **(h)** Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes ☐ No ☐ | Yes ☐ No ☐ | | Yes ☐ No ☐ |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

## Part II Service Providers Who Fail or Refuse to Provide Information

**4** Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

## Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

# SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

# DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2014**

**This Form is Open to Public Inspection.**

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

**A** Name of plan
OMNI HOTELS 401(K) RETIREMENT SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 005

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
OMNI HOTELS MANAGEMENT CORPORATION

**D** Employer Identification Number (EIN)
02-0325957

## Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

**a** Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE RETURN FUND N35

**b** Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 52-2251296-001 | C | 16817078 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

## Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

| | |
|---|---|
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |

| | |
|---|---|
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |

| | |
|---|---|
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |

| | |
|---|---|
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |

| | |
|---|---|
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |

| | |
|---|---|
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |

| | |
|---|---|
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |

| | |
|---|---|
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |

| | |
|---|---|
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |

| | |
|---|---|
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |

| | |
|---|---|
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |

| | |
|---|---|
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |

# SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2014**

**This Form is Open to Public Inspection**

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

**A** Name of plan
OMNI HOTELS 401(K) RETIREMENT SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 005

**C** Plan sponsor's name as shown on line 2a of Form 5500
OMNI HOTELS MANAGEMENT CORPORATION

**D** Employer Identification Number (EIN)
02-0325957

## Part I Asset and Liability Statement

**1** Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | 44915 | 45340 |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | | |
| **(2)** Participant contributions | 1b(2) | | |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | | |
| **(2)** U.S. Government securities | 1c(2) | | |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | | |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | | |
| **(5)** Partnership/joint venture interests | 1c(5) | | |
| **(6)** Real estate (other than employer real property) | 1c(6) | | |
| **(7)** Loans (other than to participants) | 1c(7) | | |
| **(8)** Participant loans | 1c(8) | 4585378 | 5023525 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | 15678667 | 16817078 |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 94942052 | 105742976 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | | |

| | | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|---|
| **1d** | Employer-related investments: | | | |
| | **(1)** Employer securities | 1d(1) | | |
| | **(2)** Employer real property | 1d(2) | | |
| **e** | Buildings and other property used in plan operation | 1e | | |
| **f** | Total assets (add all amounts in lines 1a through 1e) | 1f | 115251012 | 127628919 |
| | **Liabilities** | | | |
| **g** | Benefit claims payable | 1g | | |
| **h** | Operating payables | 1h | | |
| **i** | Acquisition indebtedness | 1i | | |
| **j** | Other liabilities | 1j | | |
| **k** | Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 0 |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 115251012 | 127628919 |

## Part II Income and Expense Statement

**2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

| | Income | | (a) Amount | (b) Total |
|---|---|---|---|---|
| **a** | **Contributions:** | | | |
| | **(1)** Received or receivable in cash from: **(A)** Employers | 2a(1)(A) | 3637526 | |
| | **(B)** Participants | 2a(1)(B) | 11286471 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | 2438804 | |
| | **(2)** Noncash contributions | 2a(2) | | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 17362801 |
| **b** | **Earnings on investments:** | | | |
| | **(1)** Interest: | | | |
| | **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 5 | |
| | **(B)** U.S. Government securities | 2b(1)(B) | | |
| | **(C)** Corporate debt instruments | 2b(1)(C) | | |
| | **(D)** Loans (other than to participants) | 2b(1)(D) | | |
| | **(E)** Participant loans | 2b(1)(E) | 208320 | |
| | **(F)** Other | 2b(1)(F) | | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 208325 |
| | **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| | **(B)** Common stock | 2b(2)(B) | | |
| | **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | 3966419 | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 3966419 |
| | **(3)** Rents | 2b(3) | | |
| | **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| | **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| | **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |
| | **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | | |
| | **(B)** Other | 2b(5)(B) | | |
| | **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 0 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | 47241 |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | 1765383 |
| c Other income | 2c | | 68653 |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 23418822 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 10541828 | |
| (2) To insurance carriers for the provision of benefits | 2e(2) | | |
| (3) Other | 2e(3) | | |
| (4) Total benefit payments. Add lines **2e(1)** through **(3)** | 2e(4) | | 10541828 |
| f Corrective distributions (see instructions) | 2f | | 2574 |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | 124678 |
| h Interest expense | 2h | | |
| i Administrative expenses: (1) Professional fees | 2i(1) | | |
| (2) Contract administrator fees | 2i(2) | | |
| (3) Investment advisory and management fees | 2i(3) | | |
| (4) Other | 2i(4) | 384163 | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 384163 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 11053243 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 12365579 |
| l Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | 12328 |
| (2) From this plan | 2l(2) | | |

## Part III Accountant's Opinion

**3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

**a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):

**(1)** [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

**b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

**c** Enter the name and EIN of the accountant (or accounting firm) below:

**(1)** Name: KPMG, LLP **(2)** EIN: 13-5565207

**d** The opinion of an independent qualified public accountant is **not attached** because:

**(1)** [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

## Part IV Compliance Questions

**4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

| | | Yes | No | Amount |
|---|---|---|---|---|
| a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) | 4a | | X | |
| b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) | 4b | | X | |

| | | | Yes | No | Amount |
|---|---|---|---|---|---|
| c | Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) | 4c | | X | |
| d | Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) | 4d | | X | |
| e | Was this plan covered by a fidelity bond? | 4e | X | | 10000000 |
| f | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | |
| g | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4g | | X | |
| h | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4h | | X | |
| i | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | |
| j | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | 4j | | X | |
| k | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | |
| l | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| m | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | X | |
| n | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | 4n | | | |

**5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ **Yes** ☒ **No** **Amount:**

**5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

| **5b(1)** Name of plan(s) | **5b(2)** EIN(s) | **5b(3)** PN(s) |
|---|---|---|
| | | |
| | | |
| | | |
| | | |

**5c** If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

## Part V Trust Information (optional)

| **6a** Name of trust | **6b** Trust's EIN |
|---|---|
| | |

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2014**

**This Form is Open to Public Inspection.**

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

**A** Name of plan
OMNI HOTELS 401(K) RETIREMENT SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 005

**C** Plan sponsor's name as shown on line 2a of Form 5500
OMNI HOTELS MANAGEMENT CORPORATION

**D** Employer Identification Number (EIN)
02-0325957

## Part I Distributions

**All references to distributions relate only to payments of benefits during the plan year.**

**1** Total value of distributions paid in property other than in cash or the forms of property specified in the instructions ..... **1** 0

**2** Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 41-6257133

**Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.**

**3** Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year ..... **3**

## Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

**4** Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

**If the plan is a defined benefit plan, go to line 8.**

**5** If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

**If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.**

**6 a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) ..... **6a**

**b** Enter the amount contributed by the employer to the plan for this plan year ..... **6b**

**c** Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) ..... **6c**

**If you completed line 6c, skip lines 8 and 9.**

**7** Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

**8** If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

## Part III Amendments

**9** If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

## Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

**10** Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

**11 a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

**b** If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

**12** Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

## Part V Additional Information for Multiemployer Defined Benefit Pension Plans

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

**14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

| | | |
|---|---|---|
| **a** The current year | **14a** | |
| **b** The plan year immediately preceding the current plan year | **14b** | |
| **c** The second preceding plan year | **14c** | |

**15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

| | | |
|---|---|---|
| **a** The corresponding number for the plan year immediately preceding the current plan year | **15a** | |
| **b** The corresponding number for the second preceding plan year | **15b** | |

**16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

| | | |
|---|---|---|
| **a** Enter the number of employers who withdrew during the preceding plan year | **16a** | |
| **b** If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers | **16b** | |

**17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

## Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

**18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

**19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

**a** Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

**b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

**c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

# OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

Financial Statements and Supplemental Schedule

December 31, 2014 and 2013

(With Independent Auditors' Report Thereon)

**OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN**

Financial Statements and Supplemental Schedule

December 31, 2014 and 2013

**Table of Contents**


| | Page |
|---|---|
| Independent Auditors' Report | 1 |
| Financial Statements: | |
| Statements of Net Assets Available for Benefits | 3 |
| Statement of Changes in Net Assets Available for Benefits | 4 |
| Notes to Financial Statements | 5 |
| **Supplemental Schedule** | |
| Schedule H, Line 4i – Schedule of Assets (Held at End of Year) | 12 |


* All other Schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

KPMG LLP
Suite 1400
2323 Ross Avenue
Dallas, TX 75201-2709

# Independent Auditors' Report

The Participants and Plan Administrator
Omni Hotels 401(k) Retirement Savings Plan:

## Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Omni Hotels 401(k) Retirement Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, and the related notes to the financial statements.

### *Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### *Auditors' Responsibility*

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

### *Basis for Disclaimer of Opinion*

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 5, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2014 and 2013, and for the year ended December 31, 2014, that the information provided to the plan administrator by the trustee is complete and accurate.

### *Disclaimer of Opinion*

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

KPMG LLP is a Delaware limited liability partnership, the U.S. member firm of KPMG International Cooperative ("KPMG International"), a Swiss entity.

KPMG

***Other Matter***

The supplemental schedule H, line 4i – schedule of assets (held at end of year), as of December 31, 2014 is required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

**Report on Form and Content in Compliance with DOL Rules and Regulations**

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

KPMG LLP

Dallas, Texas
October 13, 2015

## OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

Statements of Net Assets Available for Benefits

December 31, 2014 and 2013

| | 2014 | 2013 |
|---|---|---|
| Assets: | | |
| Noninterest-bearing cash | $ 45,340 | 44,915 |
| Investments, at fair value: | | |
| Registered investment companies | 105,742,976 | 94,942,052 |
| Common collective trust fund | 16,817,078 | 15,555,142 |
| Total investments at fair value | 122,560,054 | 110,497,194 |
| Notes receivable from participants | 5,023,525 | 4,585,378 |
| Net assets available for benefits | $ 127,628,919 | 115,127,487 |

See accompanying notes to financial statements.

## OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2014

| | |
|---|---|
| Additions to net assets attributed to: | |
| Investment income: | |
| Net appreciation in fair value of investments | $ 1,936,149 |
| Dividend income | 3,966,419 |
| Other income | 68,653 |
| Total investment income | 5,971,221 |
| Interest income on notes receivable from participants | 208,325 |
| Contributions: | |
| Employer | 3,637,526 |
| Employee | 11,286,471 |
| Rollover | 2,451,132 |
| Total contributions | 17,375,129 |
| Deductions from net assets attributed to: | |
| Distributions to participants | (10,669,080) |
| Administrative expenses | (384,163) |
| Total deductions | (11,053,243) |
| Net increase in net assets available for benefits | 12,501,432 |
| Net assets available for benefits, beginning of year | 115,127,487 |
| Net assets available for benefits, end of year | $ 127,628,919 |

See accompanying notes to financial statements.

## (1) Description of Plan

The following brief description of the Omni Hotels 401(k) Retirement Savings Plan (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

### *(a) General*

The Plan is a defined contribution plan covering all employees and employees of certain hotels managed by Omni Hotels Management Corporation (the Company) who are at least 21 years of age, are nonunion, and are considered full-time associates. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan is administered by the Company. The assets are governed by the Wells Fargo Bank, N.A. (Wells Fargo) Prototype Non-Standardized Profit Sharing Plan Agreement (the Prototype Document).

### *(b) Contributions*

Participants may elect to contribute up to 100% of pretax annual compensation, as defined by the Plan, subject to certain IRS limitations. Participants may also contribute amounts representing distributions from other qualified benefit or defined contribution plans. The Company matching contribution is 100% of the participant contributions of 1%, plus 50% of participant contributions from 2% to 5% for all employees who have completed at least one year of service. All contributions to the Plan are deposited into investments managed and held by Wells Fargo (the Trustee and record keeper) as directed by the participants.

### *(c) Vesting*

Participants are 100% vested in all participant contributions plus actual earnings thereon at all times. Vesting in the Company contribution portion of their accounts plus actual earnings thereon is based on years of service. After completion of one year of service, a participant is 20% vested and vests at the rate of 20% each year thereafter until the Company contribution is 100% vested at five years of service.

### *(d) Participant Accounts*

Each participant is credited with the participant's contributions and Company contributions, and an allocation of plan earnings or losses, and is charged with an allocation of administrative expenses if any. Allocations are based on account balances, as defined. All investments are directed by the participants into investment options offered by the Plan.

### *(e) Administrative Expenses*

The Company pays for all plan related expenses except for certain expenses, which are intrinsic to the value of the plan assets. Expenses paid by the Company are excluded from these financial statements.



(Continued)

*(f) Forfeitures*

If a participant terminates employment with the Company prior to the full value of the Company contributions being vested, the participant's nonvested portion of the Company contributions and earnings thereon are forfeited. Under the Plan, forfeited amounts may be used to reduce future Company contributions to the Plan and to pay for plan expenses. At December 31, 2014 and 2013, there were approximately $32,365 and $89,504 of unallocated forfeitures, respectively. During the plan year ended December 31, 2014, $206,309 of forfeited amounts during the year were used to reduce Company contributions.

*(g) Notes Receivable from Participants*

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of (1) 50% of the vested account balance or (2) $50,000, reduced by the highest outstanding loan balance in the prior twelve-month period. The repayment terms of notes receivable from participants may not exceed five years, except for loans used to acquire the participant's principal residence, in which case the loan term may not exceed 20 years. The loan interest rate, determined quarterly is set at 1% above the prime rate, as defined. Principal and interest is paid ratably through monthly payroll deductions.

*(h) Plan Termination*

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of plan termination, all participants will become 100% vested in their accounts.

*(i) Benefit Payments*

Upon termination of service, a participant may receive a lump-sum amount equal to the vested value of his or her account. Upon death, disability, or retirement, a participant will receive a lump-sum amount equal to 100% of the value in his or her account. Participants may also request a distribution from their accounts in the event of financial hardship, as defined by the Plan, or upon attainment of age 59½.

**(2) Summary of Significant Accounting Policies**

*(a) Basis of Accounting*

The financial statements of the Plan are prepared on the accrual basis of accounting.

*(b) Investment Valuation and Income Recognition*

Investments are stated at fair value as reported by the Trustee. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See note 2(g) for further discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis. Net appreciation



(Continued)

(depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

***(c) Notes Receivable from Participants***

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2014 or 2013. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

***(d) Excess contribution***

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions.

***(e) Distributions***

Distributions are recorded when paid to participants or their beneficiaries.

***(f) Use of Estimates***

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

***(g) Fair Value Measurements***

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurement*, establishes a framework for measuring fair value. This framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under this standard are discussed below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.



(Continued)

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis as of December 31, 2014:

| | Fair value measurements using input type | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Registered investment companies | $ 105,742,976 | — | — | 105,742,976 |
| Total investments in the fair value hierarchy | 105,742,976 | — | — | 105,742,976 |
| Investments measured at net asset value | — | — | — | 16,817,078 |
| Investments at fair value | $ 105,742,976 | — | — | 122,560,054 |

The following table sets forth by level, within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis as of December 31, 2013:

| | Fair value measurements using input type | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Registered investment companies | $ 94,942,052 | — | — | 94,942,052 |
| Total investments in the fair value hierarchy | 94,942,052 | — | — | 94,942,052 |
| Investments measured at net asset value | — | — | — | 15,555,142 |
| Investments at fair value | $ 94,942,052 | — | — | 110,497,194 |

There were no transfers of fair value measurements between Level 1 and 2 during the year.



(Continued)

The following is a description of the valuation methodologies used for assets measured at fair value. See also note 2(b) for more information.

(a) *Registered investment companies*: Valued at the closing price reported in the active market in which the individual securities are traded.

(b) *Common collective trust*: Valued at the net asset value (NAV) of shares held by the Plan at year-end. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner. Redemption notice period is 12 months and there were no unfunded commitments as at December 31, 2014 and 2013.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement as of the reporting date.

## (3) Income Tax Status

The Internal Revenue Service (IRS) has determined and informed the Plan administrator by a letter dated March 31, 2008 that the Prototype Document adopted by the Plan is designed in accordance with applicable requirements of the Internal Revenue Code (IRC) and that trusts created there under are exempt from federal income tax. Although the Plan has not obtained its own IRS determination letter, the Plan has been amended since adopting the Prototype Document, and management believes that the Plan is currently being operated in compliance with the applicable requirements of the IRC. Therefore, the Company believes that the Plan is qualified and the related trust is tax-exempt as of December 31, 2014.

U.S. generally accepted accounting principles require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2011.


(Continued)

## (4) Investments

The Trustee holds the Plan's investments and executed all investment transactions for the year ended December 31, 2014. All investment information disclosed in the accompanying financial statements, notes, and supplemental schedule, including investments held at December 31, 2014 and 2013, and net appreciation in fair value of investments, interest income, and dividend income for the year ended December 31, 2014 was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by the Trustee.

## (5) Information Certified by the Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following information included in the financial statements, notes to financial statements, and supplemental schedules are complete and accurate:

- Investments and notes receivable from participants shown in the statements of net assets available for benefits as of December 31, 2014 and 2013.
- Investment information presented on note 4.
- Investment income and interest income on notes receivable from participants as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2014.
- The schedule of assets (held at end of year) as of December 31, 2014, as shown on Schedule H, Line 4i.

The Plan's independent public accountants did not perform audit procedures with respect to this information, except for comparing such information to the related information included in the financial statements, notes to the financial statements, and supplemental schedules.

## (6) Related-Party Transactions

Certain plan investments are managed by the Trustee of the Plan, therefore, these transactions qualify as party-in-interest transactions. The transactions are covered by an exemption from the "prohibited transaction" provisions of ERISA and the IRC.

## (7) Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.



(Continued)

## (8) Reconciliation to Form 5500

The following is a reconciliation of net increase in net assets available for benefits per the financial statements for the year ended December 31, 2014 to Form 5500:

| | 2014 |
|---|---|
| Net increase in net assets available for benefits per the financial statements | $ 12,501,432 |
| Adjustment for fully benefit-responsive investment contract at December 31, 2013 | (123,525) |
| Net Increase in net assets available for benefits | $ 12,377,907 |

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2013 to Form 5500:

| | 2013 |
|---|---|
| Net assets available for benefits per the financial statements | $ 115,127,487 |
| Plus adjustment from contract value to fair value for fully benefit-responsive investment contract | 123,525 |
| Net assets available for benefits per Form 5500 | $ 115,251,012 |

## (9) New Accounting Pronouncement

In July 2015, the FASB issued Accounting Standards Update (ASU) 2015-12, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient. Part I eliminates the requirements to measure the fair value of fully benefit-responsive investment contracts and provide certain disclosures. Contract value is the only required measure for fully benefit-responsive contracts. Part II eliminates the requirements to disclose individual investments that represent 5% or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value. Plans will continue to disaggregate investments that are measured using fair value by general type; however, plans are no longer required to also disaggregate investments by nature, characteristics and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. Part III is not applicable to the Plan. The ASU is effective for fiscal years beginning after December 15, 2015, with early adoption permitted. Parts I and II are to be applied retrospectively. Management has elected to adopt Parts I and II early in 2014.

## (10) Subsequent Events

The Plan has evaluated transactions and events through October 13, 2015, the date the financial statements were issued.

**Schedule 1**

**OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN**
**EIN: 02-0325957**

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par or maturity value | (d) Current value |
|---|---|---|---|
| * | Wells Fargo Collective Stable Return Fund | Collective trust fund | $ 16,817,078 |
| | PIMCO Total Return Fund | Registered investment company | 5,280,284 |
| * | Wells Fargo Dow Jones Target Today | Registered investment company | 4,584,754 |
| * | Wells Fargo Dow Jones Target 2015 | Registered investment company | 265,233 |
| * | Wells Fargo Dow Jones Target 2020 | Registered investment company | 17,120,095 |
| * | Wells Fargo Dow Jones Target 2025 | Registered investment company | 951,801 |
| * | Wells Fargo Dow Jones Target 2030 | Registered investment company | 18,794,793 |
| * | Wells Fargo Dow Jones Target 2035 | Registered investment company | 618,797 |
| * | Wells Fargo Dow Jones Target 2040 | Registered investment company | 9,981,975 |
| * | Wells Fargo Dow Jones Target 2045 | Registered investment company | 515,420 |
| * | Wells Fargo Dow Jones Target 2050 | Registered investment company | 6,732,313 |
| * | Wells Fargo Dow Jones Target 2055 | Registered investment company | 305,728 |
| | John Hancock Disciplined Value Fund | Registered investment company | 7,080,397 |
| | JP Morgan Mid Cap Equity Fund | Registered investment company | 4,012,761 |
| | Mainstay Large Cap Growth Fund | Registered investment company | 10,084,863 |
| | Target Small Capitalization Value Fund | Registered investment company | 264,890 |
| | Vanguard Small-Cap Growth | Registered investment company | 8,747,006 |
| * | Wells Fargo Advantage Index Fund | Registered investment company | 5,910,649 |
| | Harbor International Value Fund | Registered investment company | 4,491,217 |
| * | Notes receivable from participants | Participant loans with interest rates ranging from 4% to 10% | 5,023,525 |
| | Total | | $ 127,583,579 |

* Represents party in interest

Investments are participant directed, thus cost information is not applicable.

Information included in this schedule is based on a report certified as complete and accurate by the Plan's Trustee.

See accompanying independent auditors' report.

# OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

Financial Statements and Supplemental Schedule

December 31, 2014 and 2013

(With Independent Auditors' Report Thereon)

**OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN**

Financial Statements and Supplemental Schedule

December 31, 2014 and 2013

**Table of Contents**


| | Page |
|---|---|
| Independent Auditors' Report | 1 |
| Financial Statements: | |
| Statements of Net Assets Available for Benefits | 3 |
| Statement of Changes in Net Assets Available for Benefits | 4 |
| Notes to Financial Statements | 5 |
| **Supplemental Schedule** | |
| Schedule H, Line 4i – Schedule of Assets (Held at End of Year) | 12 |


* All other Schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

KPMG LLP
Suite 1400
2323 Ross Avenue
Dallas, TX 75201-2709

# Independent Auditors' Report

The Participants and Plan Administrator
Omni Hotels 401(k) Retirement Savings Plan:

## Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Omni Hotels 401(k) Retirement Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, and the related notes to the financial statements.

### *Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### *Auditors' Responsibility*

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

### *Basis for Disclaimer of Opinion*

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 5, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2014 and 2013, and for the year ended December 31, 2014, that the information provided to the plan administrator by the trustee is complete and accurate.

### *Disclaimer of Opinion*

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

KPMG LLP is a Delaware limited liability partnership, the U.S. member firm of KPMG International Cooperative ("KPMG International"), a Swiss entity.

KPMG

***Other Matter***

The supplemental schedule H, line 4i – schedule of assets (held at end of year), as of December 31, 2014 is required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

**Report on Form and Content in Compliance with DOL Rules and Regulations**

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

KPMG LLP

Dallas, Texas
October 13, 2015

## OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

Statements of Net Assets Available for Benefits

December 31, 2014 and 2013

| | 2014 | 2013 |
|---|---|---|
| Assets: | | |
| Noninterest-bearing cash | $ 45,340 | 44,915 |
| Investments, at fair value: | | |
| Registered investment companies | 105,742,976 | 94,942,052 |
| Common collective trust fund | 16,817,078 | 15,555,142 |
| Total investments at fair value | 122,560,054 | 110,497,194 |
| Notes receivable from participants | 5,023,525 | 4,585,378 |
| Net assets available for benefits | $ 127,628,919 | 115,127,487 |

See accompanying notes to financial statements.

## OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2014

| | |
|---|---|
| Additions to net assets attributed to: | |
| Investment income: | |
| Net appreciation in fair value of investments | $ 1,936,149 |
| Dividend income | 3,966,419 |
| Other income | 68,653 |
| Total investment income | 5,971,221 |
| Interest income on notes receivable from participants | 208,325 |
| Contributions: | |
| Employer | 3,637,526 |
| Employee | 11,286,471 |
| Rollover | 2,451,132 |
| Total contributions | 17,375,129 |
| Deductions from net assets attributed to: | |
| Distributions to participants | (10,669,080) |
| Administrative expenses | (384,163) |
| Total deductions | (11,053,243) |
| Net increase in net assets available for benefits | 12,501,432 |
| Net assets available for benefits, beginning of year | 115,127,487 |
| Net assets available for benefits, end of year | $ 127,628,919 |

See accompanying notes to financial statements.

## (1) Description of Plan

The following brief description of the Omni Hotels 401(k) Retirement Savings Plan (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

### *(a) General*

The Plan is a defined contribution plan covering all employees and employees of certain hotels managed by Omni Hotels Management Corporation (the Company) who are at least 21 years of age, are nonunion, and are considered full-time associates. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan is administered by the Company. The assets are governed by the Wells Fargo Bank, N.A. (Wells Fargo) Prototype Non-Standardized Profit Sharing Plan Agreement (the Prototype Document).

### *(b) Contributions*

Participants may elect to contribute up to 100% of pretax annual compensation, as defined by the Plan, subject to certain IRS limitations. Participants may also contribute amounts representing distributions from other qualified benefit or defined contribution plans. The Company matching contribution is 100% of the participant contributions of 1%, plus 50% of participant contributions from 2% to 5% for all employees who have completed at least one year of service. All contributions to the Plan are deposited into investments managed and held by Wells Fargo (the Trustee and record keeper) as directed by the participants.

### *(c) Vesting*

Participants are 100% vested in all participant contributions plus actual earnings thereon at all times. Vesting in the Company contribution portion of their accounts plus actual earnings thereon is based on years of service. After completion of one year of service, a participant is 20% vested and vests at the rate of 20% each year thereafter until the Company contribution is 100% vested at five years of service.

### *(d) Participant Accounts*

Each participant is credited with the participant's contributions and Company contributions, and an allocation of plan earnings or losses, and is charged with an allocation of administrative expenses if any. Allocations are based on account balances, as defined. All investments are directed by the participants into investment options offered by the Plan.

### *(e) Administrative Expenses*

The Company pays for all plan related expenses except for certain expenses, which are intrinsic to the value of the plan assets. Expenses paid by the Company are excluded from these financial statements.



(Continued)

*(f) Forfeitures*

If a participant terminates employment with the Company prior to the full value of the Company contributions being vested, the participant's nonvested portion of the Company contributions and earnings thereon are forfeited. Under the Plan, forfeited amounts may be used to reduce future Company contributions to the Plan and to pay for plan expenses. At December 31, 2014 and 2013, there were approximately $32,365 and $89,504 of unallocated forfeitures, respectively. During the plan year ended December 31, 2014, $206,309 of forfeited amounts during the year were used to reduce Company contributions.

*(g) Notes Receivable from Participants*

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of (1) 50% of the vested account balance or (2) $50,000, reduced by the highest outstanding loan balance in the prior twelve-month period. The repayment terms of notes receivable from participants may not exceed five years, except for loans used to acquire the participant's principal residence, in which case the loan term may not exceed 20 years. The loan interest rate, determined quarterly is set at 1% above the prime rate, as defined. Principal and interest is paid ratably through monthly payroll deductions.

*(h) Plan Termination*

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of plan termination, all participants will become 100% vested in their accounts.

*(i) Benefit Payments*

Upon termination of service, a participant may receive a lump-sum amount equal to the vested value of his or her account. Upon death, disability, or retirement, a participant will receive a lump-sum amount equal to 100% of the value in his or her account. Participants may also request a distribution from their accounts in the event of financial hardship, as defined by the Plan, or upon attainment of age 59½.

**(2) Summary of Significant Accounting Policies**

*(a) Basis of Accounting*

The financial statements of the Plan are prepared on the accrual basis of accounting.

*(b) Investment Valuation and Income Recognition*

Investments are stated at fair value as reported by the Trustee. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See note 2(g) for further discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis. Net appreciation



(Continued)

(depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

***(c) Notes Receivable from Participants***

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2014 or 2013. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

***(d) Excess contribution***

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions.

***(e) Distributions***

Distributions are recorded when paid to participants or their beneficiaries.

***(f) Use of Estimates***

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

***(g) Fair Value Measurements***

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurement*, establishes a framework for measuring fair value. This framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under this standard are discussed below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.



(Continued)

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis as of December 31, 2014:

| | Fair value measurements using input type | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Registered investment companies | $ 105,742,976 | — | — | 105,742,976 |
| Total investments in the fair value hierarchy | 105,742,976 | — | — | 105,742,976 |
| Investments measured at net asset value | — | — | — | 16,817,078 |
| Investments at fair value | $ 105,742,976 | — | — | 122,560,054 |

The following table sets forth by level, within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis as of December 31, 2013:

| | Fair value measurements using input type | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Registered investment companies | $ 94,942,052 | — | — | 94,942,052 |
| Total investments in the fair value hierarchy | 94,942,052 | — | — | 94,942,052 |
| Investments measured at net asset value | — | — | — | 15,555,142 |
| Investments at fair value | $ 94,942,052 | — | — | 110,497,194 |

There were no transfers of fair value measurements between Level 1 and 2 during the year.



(Continued)

The following is a description of the valuation methodologies used for assets measured at fair value. See also note 2(b) for more information.

(a) *Registered investment companies*: Valued at the closing price reported in the active market in which the individual securities are traded.

(b) *Common collective trust*: Valued at the net asset value (NAV) of shares held by the Plan at year-end. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner. Redemption notice period is 12 months and there were no unfunded commitments as at December 31, 2014 and 2013.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement as of the reporting date.

## (3) Income Tax Status

The Internal Revenue Service (IRS) has determined and informed the Plan administrator by a letter dated March 31, 2008 that the Prototype Document adopted by the Plan is designed in accordance with applicable requirements of the Internal Revenue Code (IRC) and that trusts created there under are exempt from federal income tax. Although the Plan has not obtained its own IRS determination letter, the Plan has been amended since adopting the Prototype Document, and management believes that the Plan is currently being operated in compliance with the applicable requirements of the IRC. Therefore, the Company believes that the Plan is qualified and the related trust is tax-exempt as of December 31, 2014.

U.S. generally accepted accounting principles require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2011.


(Continued)

## (4) Investments

The Trustee holds the Plan's investments and executed all investment transactions for the year ended December 31, 2014. All investment information disclosed in the accompanying financial statements, notes, and supplemental schedule, including investments held at December 31, 2014 and 2013, and net appreciation in fair value of investments, interest income, and dividend income for the year ended December 31, 2014 was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by the Trustee.

## (5) Information Certified by the Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following information included in the financial statements, notes to financial statements, and supplemental schedules are complete and accurate:

- Investments and notes receivable from participants shown in the statements of net assets available for benefits as of December 31, 2014 and 2013.
- Investment information presented on note 4.
- Investment income and interest income on notes receivable from participants as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2014.
- The schedule of assets (held at end of year) as of December 31, 2014, as shown on Schedule H, Line 4i.

The Plan's independent public accountants did not perform audit procedures with respect to this information, except for comparing such information to the related information included in the financial statements, notes to the financial statements, and supplemental schedules.

## (6) Related-Party Transactions

Certain plan investments are managed by the Trustee of the Plan, therefore, these transactions qualify as party-in-interest transactions. The transactions are covered by an exemption from the "prohibited transaction" provisions of ERISA and the IRC.

## (7) Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.



(Continued)

## (8) Reconciliation to Form 5500

The following is a reconciliation of net increase in net assets available for benefits per the financial statements for the year ended December 31, 2014 to Form 5500:

| | 2014 |
|---|---|
| Net increase in net assets available for benefits per the financial statements | $ 12,501,432 |
| Adjustment for fully benefit-responsive investment contract at December 31, 2013 | (123,525) |
| Net Increase in net assets available for benefits | $ 12,377,907 |

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2013 to Form 5500:

| | 2013 |
|---|---|
| Net assets available for benefits per the financial statements | $ 115,127,487 |
| Plus adjustment from contract value to fair value for fully benefit-responsive investment contract | 123,525 |
| Net assets available for benefits per Form 5500 | $ 115,251,012 |

## (9) New Accounting Pronouncement

In July 2015, the FASB issued Accounting Standards Update (ASU) 2015-12, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient. Part I eliminates the requirements to measure the fair value of fully benefit-responsive investment contracts and provide certain disclosures. Contract value is the only required measure for fully benefit-responsive contracts. Part II eliminates the requirements to disclose individual investments that represent 5% or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value. Plans will continue to disaggregate investments that are measured using fair value by general type; however, plans are no longer required to also disaggregate investments by nature, characteristics and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. Part III is not applicable to the Plan. The ASU is effective for fiscal years beginning after December 15, 2015, with early adoption permitted. Parts I and II are to be applied retrospectively. Management has elected to adopt Parts I and II early in 2014.

## (10) Subsequent Events

The Plan has evaluated transactions and events through October 13, 2015, the date the financial statements were issued.

**Schedule 1**

**OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN**
**EIN: 02-0325957**

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par or maturity value | (d) Current value |
|---|---|---|---|
| * | Wells Fargo Collective Stable Return Fund | Collective trust fund | $ 16,817,078 |
| | PIMCO Total Return Fund | Registered investment company | 5,280,284 |
| * | Wells Fargo Dow Jones Target Today | Registered investment company | 4,584,754 |
| * | Wells Fargo Dow Jones Target 2015 | Registered investment company | 265,233 |
| * | Wells Fargo Dow Jones Target 2020 | Registered investment company | 17,120,095 |
| * | Wells Fargo Dow Jones Target 2025 | Registered investment company | 951,801 |
| * | Wells Fargo Dow Jones Target 2030 | Registered investment company | 18,794,793 |
| * | Wells Fargo Dow Jones Target 2035 | Registered investment company | 618,797 |
| * | Wells Fargo Dow Jones Target 2040 | Registered investment company | 9,981,975 |
| * | Wells Fargo Dow Jones Target 2045 | Registered investment company | 515,420 |
| * | Wells Fargo Dow Jones Target 2050 | Registered investment company | 6,732,313 |
| * | Wells Fargo Dow Jones Target 2055 | Registered investment company | 305,728 |
| | John Hancock Disciplined Value Fund | Registered investment company | 7,080,397 |
| | JP Morgan Mid Cap Equity Fund | Registered investment company | 4,012,761 |
| | Mainstay Large Cap Growth Fund | Registered investment company | 10,084,863 |
| | Target Small Capitalization Value Fund | Registered investment company | 264,890 |
| | Vanguard Small-Cap Growth | Registered investment company | 8,747,006 |
| * | Wells Fargo Advantage Index Fund | Registered investment company | 5,910,649 |
| | Harbor International Value Fund | Registered investment company | 4,491,217 |
| * | Notes receivable from participants | Participant loans with interest rates ranging from 4% to 10% | 5,023,525 |
| | Total | | $ 127,583,579 |

* Represents party in interest

Investments are participant directed, thus cost information is not applicable.

Information included in this schedule is based on a report certified as complete and accurate by the Plan's Trustee.

See accompanying independent auditors' report.

# OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

Financial Statements and Supplemental Schedule

December 31, 2014 and 2013

(With Independent Auditors' Report Thereon)

**OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN**

Financial Statements and Supplemental Schedule

December 31, 2014 and 2013

**Table of Contents**


| | Page |
|---|---|
| Independent Auditors' Report | 1 |
| Financial Statements: | |
| Statements of Net Assets Available for Benefits | 3 |
| Statement of Changes in Net Assets Available for Benefits | 4 |
| Notes to Financial Statements | 5 |
| **Supplemental Schedule** | |
| Schedule H, Line 4i – Schedule of Assets (Held at End of Year) | 12 |


* All other Schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

KPMG LLP
Suite 1400
2323 Ross Avenue
Dallas, TX 75201-2709

# Independent Auditors' Report

The Participants and Plan Administrator
Omni Hotels 401(k) Retirement Savings Plan:

## Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Omni Hotels 401(k) Retirement Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, and the related notes to the financial statements.

### *Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### *Auditors' Responsibility*

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

### *Basis for Disclaimer of Opinion*

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 5, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2014 and 2013, and for the year ended December 31, 2014, that the information provided to the plan administrator by the trustee is complete and accurate.

### *Disclaimer of Opinion*

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

KPMG LLP is a Delaware limited liability partnership, the U.S. member firm of KPMG International Cooperative ("KPMG International"), a Swiss entity.

KPMG

***Other Matter***

The supplemental schedule H, line 4i – schedule of assets (held at end of year), as of December 31, 2014 is required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

**Report on Form and Content in Compliance with DOL Rules and Regulations**

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

KPMG LLP

Dallas, Texas
October 13, 2015

## OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

Statements of Net Assets Available for Benefits

December 31, 2014 and 2013

| | 2014 | 2013 |
|---|---|---|
| Assets: | | |
| Noninterest-bearing cash | $ 45,340 | 44,915 |
| Investments, at fair value: | | |
| Registered investment companies | 105,742,976 | 94,942,052 |
| Common collective trust fund | 16,817,078 | 15,555,142 |
| Total investments at fair value | 122,560,054 | 110,497,194 |
| Notes receivable from participants | 5,023,525 | 4,585,378 |
| Net assets available for benefits | $ 127,628,919 | 115,127,487 |

See accompanying notes to financial statements.

## OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2014

| | |
|---|---|
| Additions to net assets attributed to: | |
| Investment income: | |
| Net appreciation in fair value of investments | $ 1,936,149 |
| Dividend income | 3,966,419 |
| Other income | 68,653 |
| Total investment income | 5,971,221 |
| Interest income on notes receivable from participants | 208,325 |
| Contributions: | |
| Employer | 3,637,526 |
| Employee | 11,286,471 |
| Rollover | 2,451,132 |
| Total contributions | 17,375,129 |
| Deductions from net assets attributed to: | |
| Distributions to participants | (10,669,080) |
| Administrative expenses | (384,163) |
| Total deductions | (11,053,243) |
| Net increase in net assets available for benefits | 12,501,432 |
| Net assets available for benefits, beginning of year | 115,127,487 |
| Net assets available for benefits, end of year | $ 127,628,919 |

See accompanying notes to financial statements.

## (1) Description of Plan

The following brief description of the Omni Hotels 401(k) Retirement Savings Plan (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

### *(a) General*

The Plan is a defined contribution plan covering all employees and employees of certain hotels managed by Omni Hotels Management Corporation (the Company) who are at least 21 years of age, are nonunion, and are considered full-time associates. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan is administered by the Company. The assets are governed by the Wells Fargo Bank, N.A. (Wells Fargo) Prototype Non-Standardized Profit Sharing Plan Agreement (the Prototype Document).

### *(b) Contributions*

Participants may elect to contribute up to 100% of pretax annual compensation, as defined by the Plan, subject to certain IRS limitations. Participants may also contribute amounts representing distributions from other qualified benefit or defined contribution plans. The Company matching contribution is 100% of the participant contributions of 1%, plus 50% of participant contributions from 2% to 5% for all employees who have completed at least one year of service. All contributions to the Plan are deposited into investments managed and held by Wells Fargo (the Trustee and record keeper) as directed by the participants.

### *(c) Vesting*

Participants are 100% vested in all participant contributions plus actual earnings thereon at all times. Vesting in the Company contribution portion of their accounts plus actual earnings thereon is based on years of service. After completion of one year of service, a participant is 20% vested and vests at the rate of 20% each year thereafter until the Company contribution is 100% vested at five years of service.

### *(d) Participant Accounts*

Each participant is credited with the participant's contributions and Company contributions, and an allocation of plan earnings or losses, and is charged with an allocation of administrative expenses if any. Allocations are based on account balances, as defined. All investments are directed by the participants into investment options offered by the Plan.

### *(e) Administrative Expenses*

The Company pays for all plan related expenses except for certain expenses, which are intrinsic to the value of the plan assets. Expenses paid by the Company are excluded from these financial statements.



(Continued)

*(f) Forfeitures*

If a participant terminates employment with the Company prior to the full value of the Company contributions being vested, the participant's nonvested portion of the Company contributions and earnings thereon are forfeited. Under the Plan, forfeited amounts may be used to reduce future Company contributions to the Plan and to pay for plan expenses. At December 31, 2014 and 2013, there were approximately $32,365 and $89,504 of unallocated forfeitures, respectively. During the plan year ended December 31, 2014, $206,309 of forfeited amounts during the year were used to reduce Company contributions.

*(g) Notes Receivable from Participants*

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of (1) 50% of the vested account balance or (2) $50,000, reduced by the highest outstanding loan balance in the prior twelve-month period. The repayment terms of notes receivable from participants may not exceed five years, except for loans used to acquire the participant's principal residence, in which case the loan term may not exceed 20 years. The loan interest rate, determined quarterly is set at 1% above the prime rate, as defined. Principal and interest is paid ratably through monthly payroll deductions.

*(h) Plan Termination*

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of plan termination, all participants will become 100% vested in their accounts.

*(i) Benefit Payments*

Upon termination of service, a participant may receive a lump-sum amount equal to the vested value of his or her account. Upon death, disability, or retirement, a participant will receive a lump-sum amount equal to 100% of the value in his or her account. Participants may also request a distribution from their accounts in the event of financial hardship, as defined by the Plan, or upon attainment of age 59½.

**(2) Summary of Significant Accounting Policies**

*(a) Basis of Accounting*

The financial statements of the Plan are prepared on the accrual basis of accounting.

*(b) Investment Valuation and Income Recognition*

Investments are stated at fair value as reported by the Trustee. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See note 2(g) for further discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis. Net appreciation



(Continued)

(depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

***(c) Notes Receivable from Participants***

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2014 or 2013. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

***(d) Excess contribution***

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions.

***(e) Distributions***

Distributions are recorded when paid to participants or their beneficiaries.

***(f) Use of Estimates***

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

***(g) Fair Value Measurements***

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurement*, establishes a framework for measuring fair value. This framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under this standard are discussed below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.



(Continued)

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis as of December 31, 2014:

| | Fair value measurements using input type | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Registered investment companies | $ 105,742,976 | — | — | 105,742,976 |
| Total investments in the fair value hierarchy | 105,742,976 | — | — | 105,742,976 |
| Investments measured at net asset value | — | — | — | 16,817,078 |
| Investments at fair value | $ 105,742,976 | — | — | 122,560,054 |

The following table sets forth by level, within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis as of December 31, 2013:

| | Fair value measurements using input type | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Registered investment companies | $ 94,942,052 | — | — | 94,942,052 |
| Total investments in the fair value hierarchy | 94,942,052 | — | — | 94,942,052 |
| Investments measured at net asset value | — | — | — | 15,555,142 |
| Investments at fair value | $ 94,942,052 | — | — | 110,497,194 |

There were no transfers of fair value measurements between Level 1 and 2 during the year.



(Continued)

The following is a description of the valuation methodologies used for assets measured at fair value. See also note 2(b) for more information.

(a) *Registered investment companies*: Valued at the closing price reported in the active market in which the individual securities are traded.

(b) *Common collective trust*: Valued at the net asset value (NAV) of shares held by the Plan at year-end. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner. Redemption notice period is 12 months and there were no unfunded commitments as at December 31, 2014 and 2013.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement as of the reporting date.

## (3) Income Tax Status

The Internal Revenue Service (IRS) has determined and informed the Plan administrator by a letter dated March 31, 2008 that the Prototype Document adopted by the Plan is designed in accordance with applicable requirements of the Internal Revenue Code (IRC) and that trusts created there under are exempt from federal income tax. Although the Plan has not obtained its own IRS determination letter, the Plan has been amended since adopting the Prototype Document, and management believes that the Plan is currently being operated in compliance with the applicable requirements of the IRC. Therefore, the Company believes that the Plan is qualified and the related trust is tax-exempt as of December 31, 2014.

U.S. generally accepted accounting principles require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2011.


(Continued)

## (4) Investments

The Trustee holds the Plan's investments and executed all investment transactions for the year ended December 31, 2014. All investment information disclosed in the accompanying financial statements, notes, and supplemental schedule, including investments held at December 31, 2014 and 2013, and net appreciation in fair value of investments, interest income, and dividend income for the year ended December 31, 2014 was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by the Trustee.

## (5) Information Certified by the Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following information included in the financial statements, notes to financial statements, and supplemental schedules are complete and accurate:

- Investments and notes receivable from participants shown in the statements of net assets available for benefits as of December 31, 2014 and 2013.
- Investment information presented on note 4.
- Investment income and interest income on notes receivable from participants as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2014.
- The schedule of assets (held at end of year) as of December 31, 2014, as shown on Schedule H, Line 4i.

The Plan's independent public accountants did not perform audit procedures with respect to this information, except for comparing such information to the related information included in the financial statements, notes to the financial statements, and supplemental schedules.

## (6) Related-Party Transactions

Certain plan investments are managed by the Trustee of the Plan, therefore, these transactions qualify as party-in-interest transactions. The transactions are covered by an exemption from the "prohibited transaction" provisions of ERISA and the IRC.

## (7) Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.



(Continued)

## (8) Reconciliation to Form 5500

The following is a reconciliation of net increase in net assets available for benefits per the financial statements for the year ended December 31, 2014 to Form 5500:

| | 2014 |
|---|---|
| Net increase in net assets available for benefits per the financial statements | $ 12,501,432 |
| Adjustment for fully benefit-responsive investment contract at December 31, 2013 | (123,525) |
| Net Increase in net assets available for benefits | $ 12,377,907 |

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2013 to Form 5500:

| | 2013 |
|---|---|
| Net assets available for benefits per the financial statements | $ 115,127,487 |
| Plus adjustment from contract value to fair value for fully benefit-responsive investment contract | 123,525 |
| Net assets available for benefits per Form 5500 | $ 115,251,012 |

## (9) New Accounting Pronouncement

In July 2015, the FASB issued Accounting Standards Update (ASU) 2015-12, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient. Part I eliminates the requirements to measure the fair value of fully benefit-responsive investment contracts and provide certain disclosures. Contract value is the only required measure for fully benefit-responsive contracts. Part II eliminates the requirements to disclose individual investments that represent 5% or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value. Plans will continue to disaggregate investments that are measured using fair value by general type; however, plans are no longer required to also disaggregate investments by nature, characteristics and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. Part III is not applicable to the Plan. The ASU is effective for fiscal years beginning after December 15, 2015, with early adoption permitted. Parts I and II are to be applied retrospectively. Management has elected to adopt Parts I and II early in 2014.

## (10) Subsequent Events

The Plan has evaluated transactions and events through October 13, 2015, the date the financial statements were issued.

**Schedule 1**

**OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN**
**EIN: 02-0325957**

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par or maturity value | (d) Current value |
|---|---|---|---|
| * | Wells Fargo Collective Stable Return Fund | Collective trust fund | $ 16,817,078 |
| | PIMCO Total Return Fund | Registered investment company | 5,280,284 |
| * | Wells Fargo Dow Jones Target Today | Registered investment company | 4,584,754 |
| * | Wells Fargo Dow Jones Target 2015 | Registered investment company | 265,233 |
| * | Wells Fargo Dow Jones Target 2020 | Registered investment company | 17,120,095 |
| * | Wells Fargo Dow Jones Target 2025 | Registered investment company | 951,801 |
| * | Wells Fargo Dow Jones Target 2030 | Registered investment company | 18,794,793 |
| * | Wells Fargo Dow Jones Target 2035 | Registered investment company | 618,797 |
| * | Wells Fargo Dow Jones Target 2040 | Registered investment company | 9,981,975 |
| * | Wells Fargo Dow Jones Target 2045 | Registered investment company | 515,420 |
| * | Wells Fargo Dow Jones Target 2050 | Registered investment company | 6,732,313 |
| * | Wells Fargo Dow Jones Target 2055 | Registered investment company | 305,728 |
| | John Hancock Disciplined Value Fund | Registered investment company | 7,080,397 |
| | JP Morgan Mid Cap Equity Fund | Registered investment company | 4,012,761 |
| | Mainstay Large Cap Growth Fund | Registered investment company | 10,084,863 |
| | Target Small Capitalization Value Fund | Registered investment company | 264,890 |
| | Vanguard Small-Cap Growth | Registered investment company | 8,747,006 |
| * | Wells Fargo Advantage Index Fund | Registered investment company | 5,910,649 |
| | Harbor International Value Fund | Registered investment company | 4,491,217 |
| * | Notes receivable from participants | Participant loans with interest rates ranging from 4% to 10% | 5,023,525 |
| | Total | | $ 127,583,579 |

* Represents party in interest

Investments are participant directed, thus cost information is not applicable.

Information included in this schedule is based on a report certified as complete and accurate by the Plan's Trustee.

See accompanying independent auditors' report.